

FEDERAL COMMUNICATIONS COMMISSION

CLASS OF STATION FM

DAT

The following application is submitted for action by the Chief, Broadcast Bureau.

ST	FILE NUMBER	CALL	APPLICANT AND LOCATION	NATURE OF APPLICATION
OH	BPED	-910412MC N/M	NEW 89.3MHZ SOUTHWESTERN OHIO SENIORS SRVCS. INC READING OH	CP FOR NEW EDUCATIONAL ON: 89.3 MHZ, ERP: 0.34(H&V) HAAT: 73 METERS (H&V) 39 13 23 84 25 57

LICENSE EXPIRATION DATE _____

CHIEF, LICENSE DIVISION

RECOMMENDATION: GRANT() CONSTRUCTION DATES, START _____ END _____
 CONTESTED () UNCONTESTED ()

APPROVED _____

FOR CHIEF, BROADCAST BUREAU

F.C.C.-WASHINGTON, D.C.

ORIGINAL

LAW OFFICES

HALEY, BADER & POTTS

SUITE 600

2000 M STREET, N.W.

WASHINGTON, D.C. 20036-3374

(202) 331-0606

TELECOPIER (202) 296-8679

MICHAEL H. BADER
WILLIAM J. BYRNES
JOHN CRIGLER
JAMES E. DUNSTAN
JOHN WELLS KING
THEODORE D. KRAMER
BENJAMIN J. LAMBIOTTE
MARY A. McREYNOLDS
DAVID G. O'NEIL
JOHN M. PELKEY

KENNETH A. COX
MARY PRICE TAYLOR
COUNSEL

WILLIAM J. POTTS, JR.
RICHARD M. RIEHL
DAWN M. SCIARRINO (NY)
LEE W. SHUBERT
HENRY A. SOLOMON
RICHARD H. STRODEL
JAMES M. TOWARNICKY
KATHLEEN VICTORY
MELODIE A. VIRTUE

LARRY D. SUMMERVILLE
BROADCAST ANALYST

ANDREW G. HALEY
(1904-1966)

April 12, 1991

RECEIVED

APR 12 1991

Ms. Donna R. Searcy
Secretary
Federal Communications Commission
1919 M Street, NW
Washington, DC 20554

Federal Communications Commission
Office of the Secretary

RE: Southwestern Ohio Seniors'
Services, Inc.
Channel 207, Reading, OH

Dear Ms. Searcy:

Transmitted herewith, on behalf of Southwestern Ohio Seniors' Services, Inc., are an original and two copies of FCC Form 340, application for a non-commercial educational FM broadcast station on Channel 207, at Reading, Ohio.

Since this filing is for non-commercial educational facilities NO FILING FEE IS REQUIRED.

Should further information be desired regarding this application, please communicate directly with this office.

Very truly yours,

Lee W. Shubert

Enclosures

LWS/blr

RECEIVED

APR 16 1991

FBI EXAMINERS

APPLICATION FOR CONSTRUCTION PERMIT FOR
NONCOMMERCIAL EDUCATIONAL BROADCAST STATION
(Carefully read instructions before filing form) Return only form to FCC

30 14-22-91
For Commission Use Only

File No. BPED-910412MC

Section I - GENERAL INFORMATION

1. Name of Applicant Southwestern Ohio Seniors' Services, Inc. RECEIVED APR 12 1991		
Street Address or P.O. Box 11100 Springfield Pike Federal Communications Commission Office of the Secretary		
City Cincinnati	State OH	ZIP Code 45246
Telephone No. (Include Area Code) (513) 782-2400		

Send notices and communications to the following person at the address below: *		
Name Alan R. Bayowski Director of Community Relations Southwestern Ohio Seniors' Services, Inc.		
Street Address or P.O. Box 11100 Springfield Pike		
City Cincinnati	State OH	ZIP Code 45246
Telephone No. (Include Area Code) (513) 782-2427		

2. This application is for:

☐

AM

☒

FM

☐

TV

(a) Channel No. or Frequency

89.3 MHz Channel 207

(b) Principal
Community

City

Reading

State

Ohio

(c) Check one of the following boxes:

☒

Application for NEW station

☐

MAJOR change in licensed facilities; call sign:

☐

MINOR change in licensed facilities; call sign:

☐

MAJOR modification of construction permit; call sign:

File No. of construction permit:

☐

MINOR modification of construction permit; call sign:

File No. of construction permit:

☐

AMENDMENT to pending application; application file number:

NOTE: It is not necessary to use this form to amend a previously filed application. Should you do so, however, please submit only Section I and those other portions of the form that contain the amended information.

3. Is this application mutually exclusive with a renewal application?

☐

Yes

☒

No

If Yes, state:	89.3 MHz	
	BPED -910412MC NEW	
	READING OH	State
SOUTHWESTERN OHIO SENIORS SRVCS. IN		

Section II - LEGAL QUALIFICATIONS

Name of Applicant

Southwestern Ohio Seniors' Services, Inc.

1. Applicant is: *(Check one box below)*

- ☐ (a) governmental or public educational agency, board or institution
- ☐ (b) private nonprofit educational institution
- ☒ (c) Other *(specify)*

2. For applicants 1(c) only, describe in an Exhibit the nature and educational purposes of the applicant.

Exhibit No.
1

3. For applicants 1(c) applying for a new noncommercial educational television station only, describe in an Exhibit how the applicant's officers, directors and members of its governing board are broadly representative of the educational, cultural and civic segments of the principal community to be served.

Exhibit No.
N/A

4. Describe in an Exhibit how the proposed station will be used, in accordance with 47 C.F.R. Section 73.503 or Section 73.621, for the advancement of an educational program.

Exhibit No.
2

5. Is there any provision contained in any by-laws, articles of incorporation, partnership agreement, charter, statute or other document which would restrict the applicant in advancing an educational program or complying with any Commission rule, policy or provision of the Communications Act of 1934, as amended?

☐ Yes ☒ No

If Yes, provide particulars in an Exhibit.

Exhibit No.
N/A

CITIZENSHIP AND OTHER STATUTORY REQUIREMENTS

6. (a) Is the applicant in violation of the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments? (See Instruction B to Section II.)

☐ Yes ☒ No

(b) Will any funds, credits or other financial assistance for the construction, purchase or operation of the station(s) be provided by aliens, foreign entities, domestic entities controlled by aliens, or their agents?

☐ Yes ☒ No

If the answer to (b) above is Yes, attach an Exhibit giving full disclosure concerning this assistance.

Exhibit No.
N/A

7. (a) Has an adverse finding been made or an adverse final action taken by any court or administrative body as to the applicant or any party to this application in a civil or criminal proceeding brought under the provisions of any law related to the following:

Any felony; broadcast related antitrust or unfair competition; criminal fraud or fraud before another governmental unit; or discrimination?

☐ Yes ☒ No

(b) Is there now pending in any court or administrative body any proceeding involving any of the matters referred to in (a) above?

☐ Yes ☒ No

If the answer to (a) and/or (b) above is Yes, attach an Exhibit giving full disclosure concerning persons and matters involved, including an identification of the court or administrative body and the proceeding (by dates and file numbers), a statement of the facts upon which the proceeding is or was based or the nature of the offense alleged or committed, and a description of the current status or disposition of the matter.

Exhibit No.
N/A

PARTIES TO APPLICATION

Complete the following Table with respect to all parties to this application:

(NOTE: If the applicant considers that to furnish complete information would pose an unreasonable burden, it may request that the Commission waive the strict terms of this requirement with appropriate justification.)

INSTRUCTIONS: If applicant is a corporation or an unincorporated association with 50 or fewer stockholders, stock subscribers, holders of membership certificate or other ownership interest, fill out all columns, giving the information requested as to all officers, directors and members of governing board. In addition, give the information as to all persons or entities who are the beneficial or record owners of or have the right to vote capital stock, membership or ownership interests or are subscribers to such interests. If the applicant has more than 50 stockholders, stock subscribers or holders of membership certificates or other ownership interests, furnish the information as to officers, directors, members of governing board, and all persons or entities who are the beneficial or record owners of or have the right to vote 1% or more of the capital stock, membership or ownership interests. If applicant is a governmental or public educational agency, board or institution, fill out columns (a), (b), and (c) as to all members of the governing board and chief executive officers.

Name and Residence Address(es) (a)	Office Held (b)	Director or Member of Governing Board		% of: Ownership (O) or Voting Stock (VS) or Membership (M) (d)
		YES	NO	
		(c)		
See Exhibit 3A				

Section II - LEGAL QUALIFICATIONS (Page 3)

9. Does the applicant or any party to this application have, or have they had, any interest in:

(a) a broadcast station, or pending broadcast station application before the Commission?

☒ Yes ☐ No

(b) a broadcast application which has been dismissed with prejudice by the Commission?

☐ Yes ☒ No

(c) a broadcast application which has been denied by the Commission?

☐ Yes ☒ No

(d) a broadcast station, the license of which has been revoked?

☐ Yes ☒ No

(e) a broadcast application in any pending or concluded Commission proceeding which left unresolved character issues against the applicant?

☐ Yes ☒ No

If the answer to any of the questions in (a)-(e) above is Yes, state in an Exhibit the following information:

Exhibit No.
3

- (1) Name of party having interest;
- (2) Nature of interest or connection, giving dates;
- (3) Call letters of stations or file number of application or docket; and
- (4) Location.

SECTION III - FINANCIAL QUALIFICATIONS

Note: If this application is for a change in an operating facility, DO NOT fill out this Section.

1. Is this application contingent upon receipt of a grant from the National Telecommunications and Information Administration? ☐ Yes ☒ No

2. Is this application contingent upon receipt of a grant from a charitable organization, the approval of the budget of a school or university, or an appropriation from a state, county, municipality or other political subdivision? ☐ Yes ☒ No

NOTE: If either Questions 1 or 2 is answered "Yes," your application cannot be granted until all of the necessary funds are committed or appropriated. In the case of grants from the National Telecommunications and Information Administration, no further action on your part is required. If you rely on funds from a source specified in Question 2, **you must advise the F.C.C. when the funds are committed or appropriated.** This should be accomplished by letter amendment to your application, in triplicate, signed in the same manner as the original application, and clearly identifying the application to be amended.

3. The applicant certifies, except as noted above, that sufficient net liquid assets are on hand or that sufficient funds are available from committed sources to construct and operate the requested facilities for three months without additional funds. ☒ Yes ☐ No

SECTION IV - PROGRAM SERVICE STATEMENT

Attach as an Exhibit, a brief description, in narrative form, of the planned programming service relating to the issues of public concern facing the proposed service area.

Exhibit No.
4

NOTE: No program service statement need be filed where the proposed station's programming would be **wholly** "instructional" as that type of programming is defined in the Instructions to this Section.

SECTION VI - EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

1. Does the applicant propose to employ five or more full-time employees?

☐ Yes ☒ No

If Yes, the applicant must include an EEO program called for in the separate Broadcast Equal Employment Opportunity Program Report (FCC 396-A).

SECTION VII - CERTIFICATION

1. Has or will the applicant comply with the public notice requirements of 47 C.F.R. Section 73.3580?

☒ Yes ☐ No

The APPLICANT hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)


The APPLICANT acknowledges that all the statements made in this application and attached exhibits are considered material representations, and that all exhibits are a material part hereof and incorporated herein.

The APPLICANT represents that this application is not filed for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. Section 1.65, the APPLICANT has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18, SECTION 1001.**

I certify that the statements in this application are true and correct to the best of my knowledge and belief, and are made in good faith.

Name of Applicant Southwestern Ohio Seniors' Services, Inc.	Title Chairman of the Board of Trustees
Signature 	Date April 11, 1991

FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to determine if the benefit requested is consistent with the public interest. The staff, consisting variously of attorneys, analysts, engineers and applications examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to obtain the requested authority.

Public reporting burden for this collection of information is estimated to vary from 76 to 80 hours with an average of 78 hours 04 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, can be sent to the Federal Communications Commission, Office of Managing Director, Washington, D.C. 20554, and to the Office of Management and Budget, Paperwork Reduction Project (3060-0034), Washington, D.C. 20503.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552a(e)(3), AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

Southwestern Ohio Seniors' Services, Inc. (SOSSI) is a 501 c (3) non-profit, community sponsored organization founded in 1848. Its many programs and services are primarily in support of the needs of the population that is 60 years of age and older.

The threshold mandate for SOSSI includes:^{1/} the providing such facilities and services, and the conducting of such educational and other activities, as shall benefit elderly people.

SOSSI has developed a 53 acre, barrier-free comprehensive retirement community, a skilled nursing health care center, a home health care program, a Montessori Child Center, a multipurpose senior center, the Maple Knoll Center for Older Adults, a HUD 202, Section 8 apartment complex, an Alzheimers' Dementia Unit, a Geriatric Evaluation and Treatment Center and the Southwestern Ohio Gerontology Institute.

Southwestern Ohio Seniors' Services, Inc.'s stated educational goal is:^{2/}

"To use available resources for planning, coordinating and implementing education, training and research programs for residents, personnel and the community."

This is in concert with SOSSI's philosophy, recognizing that education is a lifelong process:^{3/}

"Education, training and research are important aspects of improving the quality of life."

The proposed FM educational radio station as a project of SOSSI will integrate SOSSI's commitment to education, its knowledge of the aging population, and its experience in the aging services network to serve the 60 years of age and

^{1/} See Exhibit No. 1, Attachment A

^{2/} See Exhibit No. 1, Attachment B

^{3/} See Exhibit No. 1, Attachment C

older target population. It will seek to respond to the social, health and psychological needs of this population by acting as an educational, entertainment and informational network.

The "graying of America" impacts the entire population of the proposed service area. Persons from various points along the lifespan will benefit from the educational programming being proposed. As an example, information on care giving for an older adult may be of interest to not only a spouse, but also an adult child who may find themselves in that role. Similarly, broadcasting pre-retirement planning seminars can prove beneficial to a wide range of individuals within the proposed service area.

Education permeates the many programs that SOSI sponsors. Education is the goal of orientation, pre-service and in-service programs designed with and for the 350+ employees of SOSI. Education is also the goal of many of the programs held regularly for the 550 residents of Maple Knoll Village, the retirement community, and the Maple Knoll Center for Older Adults.

The Maple Knoll Center for Older Adults is the SOSI sponsored multipurpose senior center that serves a 30 square mile suburban area of Hamilton County. This area is made up of six communities that are home to over 8,000 persons 60 years of age and older.

SOSI's educational programs touch persons throughout the lifespan. SOSI operates a certified Montessori Child Center for children 3 to 6 years of age. This program provides intergenerational educational opportunities between children who live in the general community and residents of SOSI's retirement community, both well and frail, who participate in intergenerational education experiences with the children.

The Gerontology Institute has sponsored workshops last year that served 580 paraprofessionals and professionals working in the field of aging.

The Gerontology Institute has undertaken original research, completing a five-county needs assessment for the Area Agency on Aging and a grant from the Administration on Aging that developed a strategic plan for suburban service delivery to the elderly.

SOSI seeks out and has maintained a close working relationship with area universities. Four management staff serve as adjunct faculty for area university programs. Seventeen graduate students have completed 3 to 12 month

internships in areas of long term care under staff preceptorship.

SOSSEI has developed and implemented post doctorate fellowship experiences, recruiting six area university professors interested in a summer of exploring the world of long term care.

SOSSEI's management staff regularly take a leadership role in national and international conferences related to aging. Education keeps this organization innovative, even as it enters its 143rd year.

Southwestern Ohio Seniors'
Services, Inc.

Exhibit No. 1
Attachment A
April, 1991

AGREEMENT OF MERGER

UNITED STATES OF AMERICA,
 STATE OF OHIO,
 OFFICE OF THE SECRETARY OF STATE.

I, TED W. BROWN,

do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign

corporations; that said records show Certificate Of Merger filed July 26, 1974, Merging THE BODMANN WIDOWS HOME an Ohio not for profit corporation, Incorporated July 9, 1881; principal location Cincinnati, Hamilton County, into: SOUTHWESTERN OHIO SENIORS' SERVICES, INC., an Ohio not for profit corporation, Incorporated on May 5, 1932, principal location Cincinnati, Hamilton County, as the surviving corporation; of said merger recorded on Roll B990, Frame 184 as the records of Incorporation; and said surviving corporation SOUTHWESTERN OHIO SENIORS' SERVICES, INC. remains in GOOD STANDING on our records as of this date.

WITNESS my hand and official
 seal at Columbus, Ohio, this
 12th day of November, 1975,
 A. D. 1975.



Ted W. Brown

TED W. BROWN
 Secretary of State



B0990-0151

AGREEMENT OF MERGER

15070
APPROVED
7/15/74
2502

THIS AGREEMENT OF MERGER made on July 2, 1974, pursuant to Section 1702.42 of the Ohio Revised Code, between Southwestern Ohio Seniors' Services, Inc. (hereinafter sometimes called "SOSSI" or the "Surviving Corporation"), a non-profit corporation organized under the laws of Ohio, and The Bodmann Widows Home (hereinafter sometimes called "BODMANN" or the "Merged Corporation"), a non-profit corporation organized under the laws of Ohio,

WITNESSETH:

WHEREAS, the constituent non-profit corporations desire to merge into a single charitable corporation pursuant to Ohio Revised Code, Chapter 1702;

NOW, THEREFORE, IT IS AGREED:

1. SOSSI hereby agrees to merge into itself BODMANN, and BODMANN agrees to be merged into SOSSI, with SOSSI to be the Surviving Corporation. At the Effective Time of the Merger, hereinafter specified, the separate corporate existence of BODMANN shall cease, and SOSSI as the Surviving Corporation shall continue to carry forth its charitable purposes in the State of Ohio as a charitable corporation.

2. The name of the Surviving Corporation at the Effective Time of the Merger shall be Southwestern Ohio Seniors' Services, Inc.

3. The principal office of the Surviving Corporation shall be located at 1310 East McMillan Street, Cincinnati, Ohio 45206, Hamilton County.

B0990-0155

4. The purposes of the Surviving Corporation shall be exclusively charitable, and shall include the providing of such facilities and services, and the conducting of such educational and other activities, as shall benefit elderly people. Without limiting the generality of the foregoing, the Surviving Corporation may operate one or more homes, hospitals and other facilities for the support, maintenance and care of elderly people.

5. No part of the net earnings of the Surviving Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Surviving Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof. No substantial part of the activities of the Surviving Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Surviving Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Surviving Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any subsequent federal tax laws; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any subsequent federal tax laws.

6. Upon dissolution of said Surviving Corporation, or the winding up of its affairs, the assets belonging to said Surviving Corporation shall be applied or distributed by its governing body (or other persons then legally authorized to act) in such a way as effectively to carry out the purposes set forth in Article 4 hereof as limited by Article 5 hereof. In case of any uncertainty or doubt, said assets shall be applied or distributed for some charitable purpose, as directed by a court of competent jurisdiction in an action to which the Attorney General of Ohio is a party, upon the application of said Surviving Corporation, said governing body, such other persons or any interested party. In any and all events, no distribution of said assets shall be made to organizations other than those exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent tax laws.

7. The names and addresses of the first trustees and officers of the Surviving Corporation and their respective terms of office are:

OFFICERS (One Year)

Chairman of the Board
& Chief Executive Officer
President & Chief
Administrative Officer
First Vice Chairman
Second Vice Chairman
Third Vice Chairman
Secretary
Treasurer
Assistant Treasurer

H. Truxtun Emerson, Jr.

Jerry D. Smart *
Harry M. Matthews
Carolyn Thayer
Ruth Glazer
Mary Myers
Spencer F. Kuhn
Leo F. Krapp

*c/o 1310 East McMillan Street
Cincinnati, Ohio 45205

80090-0157

TRUSTEES (Three Years)

Joseph Lindner, Jr.
3461 Manor Hill Drive
Cincinnati, Ohio 45220

Mary Mahler
2410 Eustis Farm Lane
Cincinnati, Ohio 45243

Harry M. Matthews
2 Osprey Lane
Cincinnati, Ohio 45246

Mary Myers
3552 Bayard Drive
Cincinnati, Ohio 45208

Paul D. Myers
3552 Bayard Drive
Cincinnati, Ohio 45208

Elizabeth Pauly
5340 Miami Road
Cincinnati, Ohio 45243

Jean Pauly
2110 Convert Lane
Cincinnati, Ohio 45208

Bertha M. Dieckmann
3420 Cornell Place
Cincinnati, Ohio 45220

Doris Kelly
2200 Victory Parkway
Cincinnati, Ohio 45206

Audrey O'Connor
127 Congress Run Road
Cincinnati, Ohio 45215

Louis L. Schott
5376 Cleves Warsaw Road
Cincinnati, Ohio 45238

Warner A. Peck, Jr.
3475 Park Road
Cincinnati, Ohio 45243

Nancy Lee Preston
3025 Observatory Road
Cincinnati, Ohio 45220

Mary Alice Roberts
2503 Handasyde Court
Cincinnati, Ohio 45208

Anne Taylor
5545 Graydon Meadow Lane
Cincinnati, Ohio 45243

Carolyn Thayer
4550 Drake Road
Cincinnati, Ohio 45243

Helen B. Wiggers
3536 Bayard Drive
Cincinnati, Ohio 45208

Fran Browne
1310 Cryer Avenue
Cincinnati, Ohio 45208

Dorothy Heuck
6623 Mariemont Avenue
Cincinnati, Ohio 45227

Leo F. Krapp
2615 Langdon Farm Road
Cincinnati, Ohio 45212

Lorraine Pancero
5730 Pinehill Lane
Cincinnati, Ohio 45235

TRUSTEES (Two Years)

Josephine Ames
835 Woodbine Avenue
Cincinnati, Ohio 45246

Elsie Ault
3732 Vineyard Place
Cincinnati, Ohio 45226

Constanco Asbury
Forest Hill Drive
Cincinnati, Ohio 45208

Ralph R. Burchenal
725 Ivy Avenue
Cincinnati, Ohio 45246

TRUSTEES (Two Years) Cont'd.

Nancy Bahlman
197 Green Hills Road
Cincinnati, Ohio 45208

O. L. Baily
6 Grandin Lane
Cincinnati, Ohio 45208

Sarah L. Baily
5 Grandin Lane
Cincinnati, Ohio 45208

Evelyn Brooks
2409 Grandin Road
Cincinnati, Ohio 45208

Martha Burchenal
725 Ivy Avenue
Cincinnati, Ohio 45246

Mary Burchenal
Springfield Pike
Cincinnati, Ohio 45246

Frances Hauck
2625 Reading Road
Cincinnati, Ohio 45206

Agnes T. Parlin
1475 Moon Valley Lane
Cincinnati, Ohio 45230

Virginia Ward
6474 Devonwood Drive
Cincinnati, Ohio 45224

Mary Burton
50 Wood Avenue
Cincinnati, Ohio 45246

J. Rawson Collins
1900 Dexter Avenue
Cincinnati, Ohio 45206

V. Anderson Courbe
6 Corbin Drive
Cincinnati, Ohio 45208

Carol Davidson
2568 Perkins Lane
Cincinnati, Ohio 45208

Diane DeCamp
811 Princeton Drive
Terrace Park, Ohio

Otto Baum
6225 Ridge Road
Cincinnati, Ohio 45217

Louis Nippert
8300 Spooky Hollow Drive
Cincinnati, Ohio 45217

Virginia E. Schott
5376 Cleves Warsaw Road
Cincinnati, Ohio 45238

TRUSTEES (One Year)

Howard Ecker, III
35 Erie Avenue
Cincinnati, Ohio 45246

Mary Harrison
9655 Cunningham Road
Cincinnati, Ohio 45243

Katherine Ficks
1232 Cliff Lane Drive
Cincinnati, Ohio 45226

Helen Hoadly
2337 Grandin Road
Cincinnati, Ohio 45208

H. Truxtun Emerson, Jr.
9225 Old Indian Hill Road
Cincinnati, Ohio 45243

Elizabeth Haydock
8905 Shawnee Run Road
Cincinnati, Ohio 45243

Thomas C. Haydock, Jr.
320 Oak Street
Cincinnati, Ohio 45246

Blair Garvey
1 Nita Lane
Cincinnati, Ohio 45208

TRUSTEES (one Year) Cont'd.

William McD. Kite
9645 Cunningham Road
Cincinnati, Ohio 45243

Robert L. Kreidler
1210 Hayward Avenue
Cincinnati, Ohio 45226

Mary Lea
3553 Holly Lane
Cincinnati, Ohio 45208

Spencer F. Kuhn
3490 Holly Lane
Cincinnati, Ohio 45208

Lewis B. Daniel
8490 Fox Cub Lane
Cincinnati, Ohio 45243

Marjorie Daniel
8480 Fox Cub Lane
Cincinnati, Ohio 45243

Nancy Geiler
2141 Rollingridge Lane
Cincinnati, Ohio 45238

Ruth Glazer
7700 Surreyhill Lane
Cincinnati, Ohio 45243

Theodore R. White
3946 North Cliff Lane
Cincinnati, Ohio 45220

Aileen O. Whiting
2444 Madison Road
Cincinnati, Ohio 45238

Hazel Yungblut
3939 Erie Avenue
Cincinnati, Ohio 45208

8. The statutory agent for the Surviving Corporation shall be Robert L. Kreidler, 1900 Fifth Third Center, 511 Walnut Street, Cincinnati, Ohio 45202, Hamilton County.

9. The terms of the Merger are as follows:

(A) On July 2, 1974 ("Closing Date") or as soon thereafter as practical, a fully signed counterpart of this Agreement of Merger shall be filed with the Secretary of State of Ohio. The Merger shall become effective on September 1, 1974 (referred to herein as the "Effective Time of Merger").

(B) As of the Effective Time of the Merger, all property, rights and other assets of every kind and description of BODMANN shall be vested in the Surviving Corporation without further act or deed and all property,

rights and other assets of SOSSI and BODMANN shall be as effectively the property of, and belong to, the Surviving Corporation as they were of SOSSI and BODMANN respectively.

10. The present regulations of SOSSI shall be the regulations of the Surviving Corporation.

IN WITNESS WHEREOF, Southwestern Ohio Seniors' Services, Inc. by its proper officers thereunto duly authorized by the Board of Trustees, and The Bodmann Widows Home by its proper officers thereunto duly authorized by the Board of Trustees, have hereunto set their hands and seals the day and year first above written.

Signed and
witnessed by:

SOUTHWESTERN OHIO SENIORS'
SERVICES, INC.

Gary Diane Karlin
R. L. D. Karlin

By H. Truxtun Emerson, Jr.
H. Truxtun Emerson, Jr.,
Chairman of the Board of Trustees
By J. D. Smart
J. D. Smart, President
By Mary Myers
Mary Myers, Secretary

Doris D. Kelly
F. H. E. Plager

THE BODMANN WIDOWS HOME

By Louis L. Schott
Louis L. Schott, President
By Nancy B. Geiler
Nancy Geiler, Secretary

STATE OF OHIO

COUNTY OF HAMILTON

)
) SS:

Be it remembered, that on this 2nd day of July, 1974, before me, the subscriber, a Notary Public in and for the County and State aforesaid, personally appeared H. Truxtun Emerson, Jr., Jerry D. Smart and Mary Myers, the Chairman, President and Secretary respectively, of the Board of Trustees of Southwestern

BOOK-0191

Ohio Seniors' Services, Inc., a non-profit corporation of the State of Ohio, whose name is subscribed to and which executed the foregoing instrument, and for themselves and as such officers respectively, and for and on behalf of said corporation, acknowledged their signing and execution of said instrument is their free and voluntary act and deed, their free act and deed as such officers respectively, and the free and voluntary act and deed of said corporation for the uses and purposes in said instrument mentioned.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal on the day and year last aforesaid.

Robert L. Kneidler
Notary Public

ROBERT L. KNEIDLER
Notary Public, State of Ohio
My commission has no expiration date
Section 147.03 R.C.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

Be it remembered, that on this 2nd day of July, 1974, before me, the subscriber, a Notary Public in and for the County and State aforesaid, personally appeared Louis L. Schott, President, and Nancy Geiler, Secretary, of The Bodmann Widows Home, a non-profit corporation of the State of Ohio, whose name is subscribed to and which executed the foregoing instrument, and for themselves and as such officers respectively, and for and on behalf of said corporation, acknowledged their signing and execution of said instrument is their free and voluntary act and deed, their free act and deed as such officers respectively, and the free and voluntary act and deed of said corporation for the uses and purposes in said instrument mentioned.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal on the day and year last aforesaid.

Louis Nippert
Notary Public


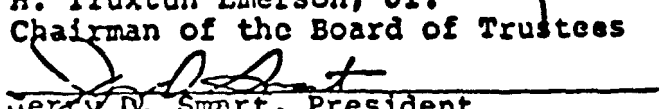

LOUIS NIPPERT, Attorney at Law
Notary Public, State of Ohio
My commission has no expiration date
Section 147.03 R.C.

B0390-0172

CERTIFICATION

We, the undersigned, H. Truxtun Emerson, Jr., Jerry D. Smart and Mary Myers do hereby certify that we are respectively the Chairman, President and Secretary of the Board of Trustees of Southwestern Ohio Seniors' Services, Inc. and do hereby certify as such officers that the Agreement of Merger to which this certification is attached, after having been first duly signed on behalf of the said non-profit corporation and having been signed on behalf of The Bodmann Widows Home, a non-profit corporation of the State of Ohio, was duly adopted and approved pursuant to Section 1702.42 of Title 17 of the Ohio Revised Code, at a special meeting of the members of Southwestern Ohio Seniors' Services, Inc., by the unanimous vote of the members present on the 25th day of June, 1974, called for the purpose of acting thereon, which Agreement of Merger was thereby adopted as the act of the members of Southwestern Ohio Seniors' Services, Inc. and the duly adopted agreement and act of the said non-profit corporation.

WITNESS our hands and the seal of said Southwestern Ohio Seniors' Services, Inc. on this 2nd day of July, 1974.


H. Truxtun Emerson, Jr.
Chairman of the Board of Trustees

Jerry D. Smart, President

Mary Myers, Secretary

CERTIFICATION

We, the undersigned Louis L. Schott and Nancy Geiler, President and Secretary respectively, of The Bodmann Widows Home,

do hereby certify as such officers that the Agreement of Merger to which this certification is attached, after having been first duly signed on behalf of the said non-profit corporation and having been signed on behalf of Southwestern Ohio Seniors' Services, Inc., a non-profit corporation of the State of Ohio, was duly adopted and approved pursuant to Section 1702.42 of Title 17 of the Ohio Revised Code, at a special meeting of the members of The Bodmann Widows Home, by the unanimous vote of the members present on the 2nd day of July, 1974, called for the purpose of acting thereon, which Agreement of Merger was thereby adopted as the act of the members of The Bodmann Widows Home and the duly adopted agreement and act of the said non-profit corporation.

WITNESS our hands and the seal of said The Bodmann Widows Home on this 2nd day of July, 1974.


Louis L. Schott, President


Nancy Geller, Secretary

This instrument was prepared by Robert L. Kreidler and Bruce I. Petrie, Attorneys.

Southwestern Ohio Seniors'
Services, Inc.

Exhibit No. 1
Attachment B
April, 1991

**SOUTHWESTERN OHIO SENIORS' SERVICES, INC.
GOALS OF ORGANIZATION**

To provide services, as indicated in the Statement of Mission (Exhibit No. 1, Attachment D), to meet the needs of the whole person, including social, health, and spiritual needs.

To plan, build and operate facilities and programs which will provide comprehensive, balanced services ranging from independent living to domiciliary care, to minimum care, to intermediate care, to skilled nursing care.

To coordinate the overall planning of facilities and programs in accordance with the total health care plan for the community through the appropriate planning agencies.

To support the concept of allowing individuals to be as independent as possible with programs which encourage wellness, recognizing that in the event of institutionalization, preventive and rehabilitative services will be offered to maintain an optimum level of function and self-care.

To use available resources for planning, coordinating and implementing education, training and research programs for residents, personnel and the community.

To provide a home and other facilities for aging persons, particularly the economically deprived, for whom the problems of aging are compounded by inadequate finances.

Southwestern Ohio Seniors'
Services, Inc.

Exhibit No. 1
Attachment C
April, 1991

**SOUTHWESTERN OHIO SENIORS' SERVICES, INC.
CORPORATE PHILOSOPHY**

Aging is a normal life process which people experience in different ways.

Old age should not limit or change a person's right to experience life to its fullest through self-determination.

A caring community recognizes that people are individuals with changing needs and seeks innovative approaches which emphasize each person's wholeness.

Services should provide opportunities for personal growth, fulfillment, and choice.

Education, training, and research are important aspects of improving the quality of life and should be carried out in a manner which recognizes an individual's privacy, dignity and life style.

A charitable corporation exists for and is responsible to the community which it serves.

A comprehensive program for the elderly goes beyond the provision of services within its own community and attempts to effect changes within society which lead toward a fuller life for all older people.